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*Proposed Special Regulatory and Conflicts Counsel*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

VOYAGER DIGITAL HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)

) Case No. 22-10943 (MEW)  
)

) (Jointly Administered)  
)

**DECLARATION OF MICHAEL C. WHALEN IN SUPPORT OF  
DEBTORS' OBJECTION TO MOTION OF CELSIUS NETWORK LLC FOR ORDER (I)  
LIFTING THE AUTOMATIC STAY PURSUANT TO 11 U.S.C. 362(D)(1) AND  
BANKRUPTCY RULE 4001 AND (II) GRANTING LEAVE TO FILE LATE PROOF OF  
CLAIM PURSUANT TO BANKRUPTCY RULES 3003(C) AND 9006(B)(1)**

I, Michael C. Whalen, hereby declare pursuant to section 1746 of title 28 of the United States Code:

1. I am an associate attorney at Paul Hastings LLP. I am attorney in good standing of the bar in the State of Illinois and the bars of the United States District Courts of the Northern

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Debtors' principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003.

District of Illinois and Eastern District of Michigan as well as the United States Courts of Appeals for the 6th and 7th Circuits. My application for admission to practice *pro hac vice* before this Court is being filed simultaneous herewith.

2. I submit this declaration (the “Declaration”)<sup>2</sup> in support of the Debtors’ objection (the “Objection”) to the Motion of Celsius Network LLC for Order (I) Lifting the Automatic Stay Pursuant to 11 U.S.C. 362(d)(1) and Bankruptcy Rule 4001 and (II) Granting Leave to File Late Proof of Claim Pursuant to Bankruptcy Rules 3003(c) and 9006(b)(1) (the “Motion”).

3. Attached as Exhibit A hereto is a true and correct copy of the Omnibus Wallet Service Agreement among Celsius Network Limited and Voyager, dated June 12, 2020, and which is referred to in the Objection as the Wallet Agreement.

4. Attached as Exhibit B hereto is a true and correct copy of the Assignment and Amendment to the Omnibus Wallet Service Agreement, dated August 19, 2021, and which is referred to in the Objection as the Amended Wallet Agreement.

Dated: January 17, 2023  
Chicago, Illinois

/s/ Michael C. Whalen  
Michael C. Whalen

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Objection.

**EXHIBIT A**

**TO BE FILED UNDER SEAL**

**EXHIBIT B**

**TO BE FILED UNDER SEAL**